

Hearing Date: February 25, 2009 at 2:00 p.m.

Objection Deadline: February 23, 2009 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re: ) Chapter 11  
 )  
CIRCUIT CITY STORES, INC., ) Case No. 08-35653-KRH  
et al., )  
 )  
 ) Jointly Administered  
Debtors. )  
 )

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**NOTICE OF MOTION AND NOTICE OF HEARING ON (I) DEBTORS' MOTION  
FOR ORDER UNDER BANKRUPTCY CODE SECTIONS 105, 363(b) AND  
503(c)(3) APPROVING A WIND DOWN INCENTIVE AND RETENTION PLAN AND  
AUTHORIZING PAYMENT OF WIND DOWN  
INCENTIVE AND RETENTION PAY TO PLAN PARTICIPANTS; (II) MOTION  
TO SHORTEN AND LIMIT NOTICE THEREON; AND (III) MOTION TO FILE  
CERTAIN INFORMATION UNDER SEAL IN CONNECTION THEREWITH**

**PLEASE TAKE NOTICE** that on February 6, 2009, the above-captioned debtors and debtors-in-possession (the "Debtors") filed a Motion for Order under Bankruptcy Code Sections 105, 363(b) and 503(c)(3) Approving a Wind Down Incentive and Retention Plan and Authorizing Payment of Wind Down Incentive and Retention Pay to Plan Participants, a Motion to Shorten and Limit Notice thereon, and a Motion to File Certain Information Under Seal in connection therewith (the "Motions").

**Your rights may be affected.** You should read these papers carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.) Under Local Bankruptcy Rule 9013-1, unless a written response to the Motions is filed with the Clerk of the Court and served on the moving party, the trustee and those parties as required by the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures (entered on November 13, 2008 at Docket No. 130) (the "Case Management Order") no later than two (2) business days before the scheduled hearing date, the Court may deem any opposition waived, treat the Motions as conceded, and issue an order granting the requested relief without further notice or hearing. If you do not want the Court to approve the Motions, or if you want the Court to consider your views on the Motions, then you or your attorney must:

- [X] File with the Court, either electronically or at the address shown below, a written response pursuant to Local Bankruptcy Rule 9013-1(H). If you mail your response to the Court for filing, you must mail it early enough so the Court will **receive it on or before February 23, 2009 at 4:00 p.m.**

Clerk of Court  
United States Bankruptcy Court  
701 East Broad Street, Suite 4000  
Richmond, Virginia 23219

- [X] Pursuant to the Case Management Order, you must also serve a copy of any written response and request for hearing by the foregoing date via electronic mail on the following:(i) the Core Group, which includes the Debtors, co-counsel to the Debtors, the Office of the United States Trustee, co-counsel for any committee, counsel to the agents for the Debtors' prepetition lenders, and counsel to the agents for the Debtors' postpetition lenders; (ii) the 2002 List; and (iii) those additional parties as required by the Case Management Order (all of which are defined in the Case Management Order), which can be found at [www.kccllc.net/circuitcity](http://www.kccllc.net/circuitcity).

[X] Attend a hearing before the Honorable Kevin Huennekens, United States Bankruptcy Judge, at 10:00 a.m. (Eastern Standard Time) on February 25, 2009 at the United States Bankruptcy Court, Room 5000, 701 East Broad Street, Richmond, Virginia 23219. If you or your attorney do not attend the hearing, the Court may grant the relief requested in the Motions.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motions and may enter an order granting the relief requested.

Dated: February 6, 2009 SKADDEN, ARPS, SLATE, MEAGHER & Richmond, Virginia FLOM, LLP  
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